

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS, INC., <i>et al.</i> ,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**AFFIDAVIT AND DISCLOSURE STATEMENT OF MICHAEL A. POPE,  
ON BEHALF OF MCDERMOTT WILL & EMERY LLP**

STATE OF ILLINOIS        )  
                                  )       ss:  
COUNTY OF COOK        )

Michael A. Pope, being duly sworn, upon his oath, deposes and says:

1. I am a Partner of McDermott Will & Emery LLP, located at 227 West Monroe Street, Chicago, Illinois, 60606 (The "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11

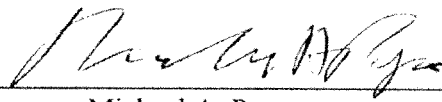
cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.


5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

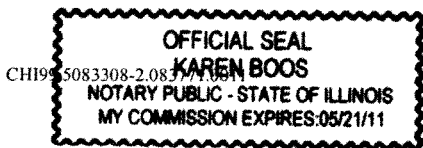
6. The Debtors, in so far as I have been able to ascertain, owe the Firm \$1,231,926.98 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.<sup>1</sup>

By:   
Michael A. Pope

Subscribed and Sworn to before me  
this 12th day of March, 2009.

  
Notary Public



<sup>1</sup> If necessary.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
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<b>LEHMAN BROTHERS HOLDINGS, INC., et al.,</b>	:
	:
<b>Debtors.</b>	:
	:
-----X	

	<b>Chapter 11 Case No.</b>
	<b>08-13555 (JMP)</b>
	<b>(Jointly Administered)</b>

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS  
HOLDINGS, INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")  
DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges, LLP  
767 Fifth Avenue  
New York, NY 10153  
Attn: Jennifer Sapp  
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.  
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

McDermott Will & Emery LLP

227 West Monroe Street

Chicago, Illinois, 60606

2. Date of retention: October 27, 2008

3. Type of services provided (accounting, legal, etc.):

Legal

4. Brief description of services to be provided:

Represent Lehman Brothers Holdings, Inc. in litigation matters venued in state and federal court, including, but not limited to, a matter pending in the Circuit Court of Cook County, Illinois, Case No. 08 CH 33956.

Represent Lehman Brothers Holdings, Inc. in energy-related matters venued in state and federal court, and before federal, state, local and governmental entities including, but not limited to the Federal Energy Regulatory Commission.

Advice and counsel to Lehman Brothers Holdings, Inc. regarding state and local tax consequences of restructuring and other transactions.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

(a) Average hourly rate (if applicable)

\$450

(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: At least three claims exist: 1) \$36,702.70;

2) \$1,112,702.58; and 3) \$82,521.70

Date claim arose: Claims are for legal services provided from 4/20/07 –

9/5/08

Source of Claim: For provision of legal services

7. Prepetition claims against the Debtor held individually by any member, associate, or professional employee of the firm:

Name: None

Status: N/A

Amount of Claim: \$ N/A

Date claim arose: N/A

Source of claim: N/A

8. Stock of the Debtors currently held by the firm:

Kind of shares: None

No. of shares: None

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

*On February 20, 2009, an email was sent to all McDermott Will & Emery LLP attorneys and paralegals asking if they held stock of Lehman Brothers Holdings, Inc. individually, and if so, to please list the kind of shares and number of shares. To date, no attorney or paralegal has responded that he or she currently holds stock.*

10. Disclose the nature and provide a brief description of any interest adverse to the Debtor's or to their estates with respect to the matters on which the above-named firm is to be employed.

None

11. Name of individual completing this form:

Michael A. Pope